

SEP 28 1994 -3 05 PM

INTERSTATE COMMERCE COMMISSION

TRINITY INDUSTRIES LEASING COMPANY (Series 4-2)

Equipment Trust

Bill of Sale

THIS AGREEMENT, dated the 22nd day of September, 1994, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and Bankers Trust Company, a New York banking corporation, as Successor Trustee (hereinafter called "Buyer"), pursuant to Section 4.05(b)(4) of the Equipment Trust Agreement dated November 15, 1985 as from time to time supplemented or amended (as from time to time supplemented or amended, the "Equipment Trust Agreement"), between Seller & Buyer.

WITNESSETH

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The Four (4) railcars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, subleases permitted by Section 4.08 of the Equipment Trust Agreement, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By:

F. Dean Phelps
F. Dean Phelps
Vice President

[SEAL]

ATTEST:

Neil O. Shoen
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 22nd day of September 22, 1994, before me, personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Alice D. Buchanan
Signature of Notary Public

My Commission expires:

9-12-95

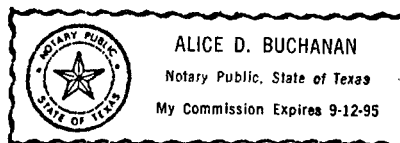


EXHIBIT A

1. Railroad Car Lease Agreement, dated August 30, 1993, between Trinity Industries Leasing Company and Italgrani Elevator Company covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 cu.ft. Lo Covered Hopper Cars	TILX 511572

2. Railroad Car Lease Agreement, dated March 29, 1985, between Trinity Industries Leasing Company and Exxon Chemical Americas covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	5,850 cu.ft. Lo Covered Hopper Cars	TILX 58022-58024(inclusive)

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1 Hopper Car	Lo	4,750 cu.ft.	TILX 511572	1/80
3 Hopper Cars	Lo	5,850 cu.ft.	TILX 58022-58024(inclusive)	12/88